

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L34101KA1967PLC001706

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV5930H

(ii) (a) Name of the company

VST TILLERS TRACTORS LIMITE

(b) Registered office address

PLOT NO.1, DYAVASANDRA INDL.LAYOUT
WHITEFIELD ROAD, MAHADEVAPURA POST
BANGALORE
Karnataka
560048
India

(c) *e-mail ID of the company

chinmaya@vsttillers.com

(d) *Telephone number with STD code

08067141111

(e) Website

www.vsttillers.com

(iii) Date of Incorporation

18/12/1967

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	Bombay Stock Exchange	1
	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

Integrated Registry Management Services Private Limited

Registered office address of the Registrar and Transfer Agents

No. 30, Ramana Residency, 4th Cross, Sampige Road
Malleswaram, Bangalore - 560003

(vii) *Financial year From date 01/04/2016 (DD/MM/YYYY) To date 31/03/2017 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

11/08/2017

(b) Due date of AGM

30/09/2017

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments, sports goods, etc. activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MITSUBISHI HEAVY INDUSTRIES	U34107KA2007PTC043432	Joint Venture	3.35

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000,000	8,639,528	8,639,528	8,639,528
Total amount of equity shares (in Rupees)	100,000,000	86,395,280	86,395,280	86,395,280

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	10,000,000	8,639,528	8,639,528	8,639,528
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000	86,395,280	86,395,280	86,395,280

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	8,639,528	86,395,280	86,395,280	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	8,639,528	86,395,280	86,395,280	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<div style="display: flex; align-items: center;"> <input style="width: 80px; height: 30px; margin-right: 10px;" type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock </div>
Number of Shares/ Debentures/ Units Transferred	<div style="display: flex; align-items: center;"> <input style="width: 150px; height: 30px; margin-right: 10px;" type="text"/> <div style="border-left: 1px solid black; padding-left: 10px;"> Amount per Share/ Debenture/Unit (in Rs.) </div> </div>
Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			399,349,073
Deposit			0
Total			399,349,073

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

6,951,203,751

(ii) Net worth of the Company

4,890,489,204

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
--------	----------	--------	------------

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,646,276	42.20457414	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	764,663	8.85074972	0	
10.	Others OTHERS	253,125	2.92984756	0	
	Total	4,664,064	53.99	0	0

Total number of shareholders (promoters)

41

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,896,778	21.95464845	0	
	(ii) Non-resident Indian (NRI)	140,527	1.62655877	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,911	0.02211926	0	
5.	Financial institutions	3,000	0.03472412	0	
6.	Foreign institutional investors	518,212	5.99815175	0	
7.	Mutual funds	803,449	9.29968628	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	397,033	4.5955404	0	
10.	Others OTHERS	214,554	2.48339956	0	
	Total	3,975,464	46.01	0	0

Total number of shareholders (other than promoters)

11,760

**Total number of shareholders (Promoters+Public/
Other than promoters)**

11,801

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	41	41
Members (other than promoters)	10,054	11,760
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	3	7.3	23.84
B. Non-Promoter	1	4	0	4	0	0
(i) Non-Independent	1	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	1	7	7.3	23.84

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
V.K. Surendra	00459069	Director	1,808,679	
R.Subramanian	00357153	Director	0	
M.K. Bannerjee	00219178	Director	0	
K.M. Pai	01171860	Director appointed	0	
Siva Kameshwari Vissa	02336249	Director	0	
V.P. Mahendra	00033270	Managing Director	630,530	
V.V. Pravindra	00239888	Director	224,146	
V.T. Ravindra	00396156	Director	26,852	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
R.Thiyagarajan	06906198	CFO	15	01/06/2017
Chinmaya Khatua	AZXP5343G	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
R.Thiyagarajan	06906198	Whole-time directo	31/03/2017	Cessation
V.T. Ravindra	00239888	Director	27/05/2016	Appointment
Siva Kameshwari Vissa	02336249	Director	29/07/2016	Appointment
B C S Iyengar	01093220	Whole-time directo	30/04/2016	Cessation
K P Anuradha	07214890	Director	01/08/2016	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	29/08/2016	11,393	68	43

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2016	8	7	87.5
2	27/05/2016	7	5	71.42857143
3	29/07/2016	8	7	87.5
4	19/10/2016	8	5	62.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	04/11/2016	9	9	100
6	06/02/2017	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2016	3	2	66.66666667
2	Audit Committee	29/07/2016	3	2	66.66666667
3	Nomination & Remuneration Committee	29/08/2016	3	2	66.66666667
4	CSR Committee	29/08/2016	4	3	75
5	Risk Management Committee	24/10/2016	4	4	100
6	Audit Committee	04/11/2016	4	4	100
7	Audit Committee	06/02/2017	4	4	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/08/2017
								(Y/N/NA)
1	V.K. Surendra	6	6	100	3	3	100	Yes
2	R.Subramania	6	5	83.33333333	4	4	100	Yes
3	M.K. Bannerje	6	5	83.33333333	7	4	57.14285714	Yes
4	K.M. Pai	6	4	66.66666667	6	5	83.33333333	No
5	Siva Kameshw	2	2	100	2	2	100	No
6	V.P. Mahendra	6	6	100	2	2	100	Yes
7	V.V. Pravindra	6	6	100	1	1	100	Yes
8	V.T. Ravindra	4	4	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	V.P. Mahendra	Vice Chairman &	4,599,081	3,150,000			7,749,081
2	B.C.S.Iyengar	Executive Direct	312,760	140,000			452,760
3	R.Thiyagarajan	Whole time Dire	1,838,447			198,204	2,036,651
	Total		6,750,288	3,290,000	0	198,204	10,238,492

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R.Thiyagarajan	CFO	2,525,772				2,525,772
2	Chinmaya Khatua	Company Secre	1,389,647				1,389,647
	Total		3,915,419				3,915,419

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	V.K. Surendra	Chairman	0	0	0	320,000	320,000
2	R.Subramanian	Director	0	0	0	440,000	440,000
3	M.K. Bannerjee	Director	0	0	0	400,000	400,000
4	Siva Kameshwari V	Director	0	0	0	200,000	200,000
5	K M Pai	Director	0	0	0	400,000	400,000
6	V V Pravindra	Director	0	0	0	280,000	280,000
7	V T Ravindra	Director	0	0	0	160,000	160,000
	Total		0	0	0	2,200,000	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

KANNAN NARAYANA SWAMY

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9878

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

16

dated

09/11/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00033270

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

21759

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company